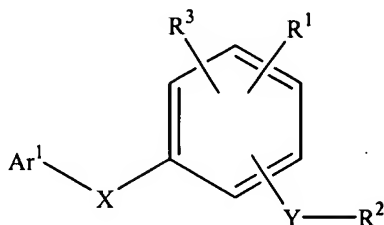


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of Claims:**

1                   **Claim 1 (original):** A compound having the formula:



2       wherein

3           Ar¹ is a substituted or unsubstituted aryl;

4           X is a divalent linkage selected from the group consisting of (C₁-C₆)alkylene, (C₁-  
5           C₆)alkylenoxy, (C₁-C₆)alkylenamino, (C₁-C₆)alkylene-S(O)<sub>k</sub>-, -O-, -C(O)-, -  
6           N(R¹¹)-, -N(R¹¹)C(O)-, -S(O)<sub>k</sub>- and a single bond,

7           wherein

8           R¹¹ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl,  
9           (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscript k is an integer of  
10          from 0 to 2;

11          Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, -  
12          N(R¹²)-S(O)<sub>m</sub>-, -N(R¹²)-S(O)<sub>m</sub>-N(R¹³)-, -N(R¹²)C(O)-, -S(O)<sub>n</sub>- and a single  
13          bond,

14          wherein

15          R¹² and R¹³ are members independently selected from the group consisting of  
16          hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and  
17          the subscripts m and n are independently integers of from 0 to 2;

18          R¹ is a member selected from the group consisting of hydrogen, (C₂-C₈)heteroalkyl,  
19          aryl, aryl(C₁-C₄)alkyl, halogen, cyano, nitro, (C₁-C₈)alkyl, (C₁-C₈)alkoxy, -  
20          C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)<sub>p</sub>-R¹⁴, -S(O)<sub>q</sub>-NR¹⁵R¹⁶, -O-C(O)-  
21          OR¹⁷, -O-C(O)-R¹⁷, -O-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-  
22          R¹⁷ and -N(R¹⁴)-C(O)-OR¹⁷;

wherein

$R^{14}$  is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

$R^{15}$  and  $R^{16}$  are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl, and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$  is a member selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

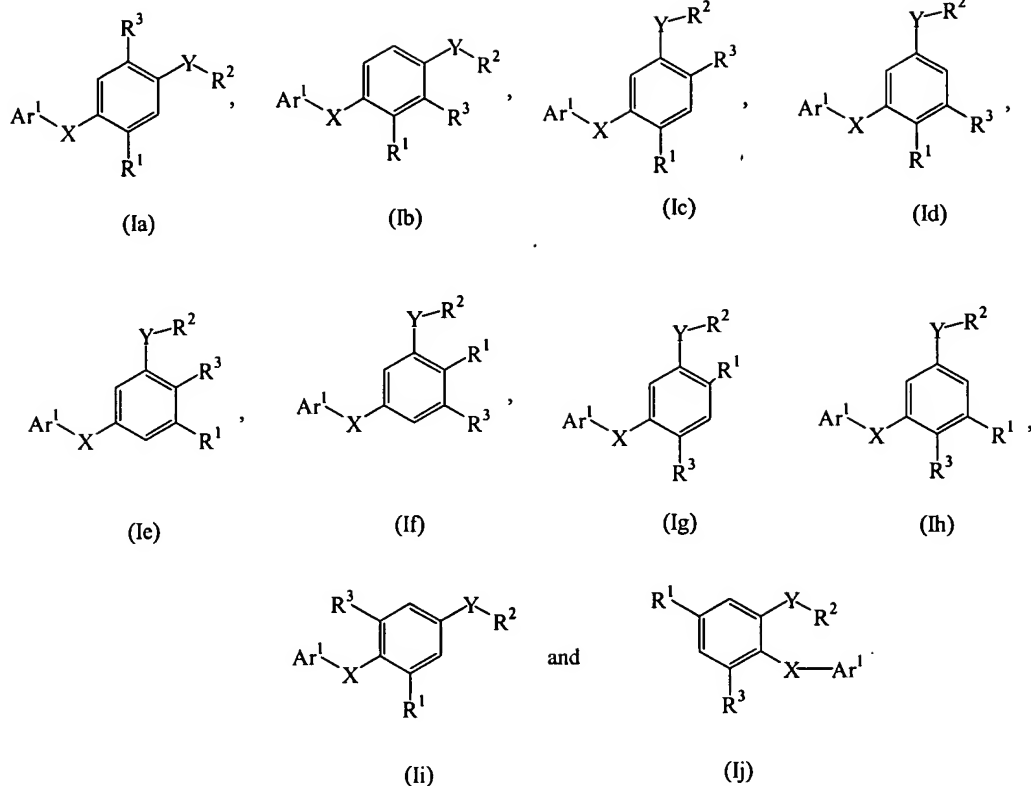
$R^2$  is a substituted or unsubstituted aryl; and

$R^3$  is a member selected from the group consisting of halogen, cyano, nitro and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

**Claim 2 (original):** A compound of claim 1, wherein Ar<sup>1</sup> is a substituted or unsubstituted aryl selected from the group consisting of pyridyl, phenyl, naphthyl, isoquinolinyl, benzthiazolyl, benzoxazolyl and benzimidazolyl; with the proviso that when Ar<sup>1</sup> is substituted or unsubstituted benzthiazolyl, then X is -S(O)<sub>k</sub>-; and R<sup>2</sup> is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

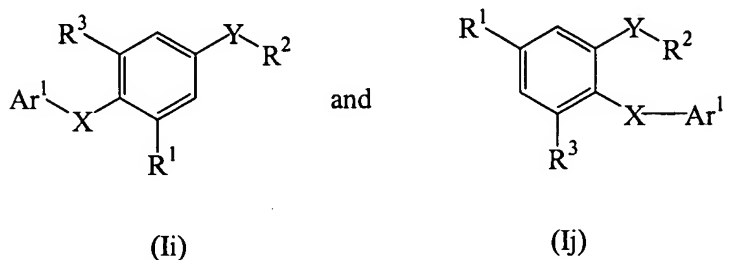
**Claim 3 (original):** A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or unsubstituted phenyl group.

**Claim 4 (original):** A compound of claim 3, represented by a formula selected from the group consisting of



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1 **Claim 5 (original):** A compound of claim 3, represented by a formula  
2 selected from the group consisting of



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1 **Claim 6 (original):** A compound of claim 5, wherein  
2 X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  $-\text{O}-$ ,  
3  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}^{11})-$  and  $-\text{S}-$ ;  
4 wherein  
5  $\text{R}^{11}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-$   
6  $\text{C}_8)\text{alkyl}$ ;

7 Y is a divalent linkage selected from the group consisting of -N(R<sup>12</sup>)-S(O)<sub>2</sub>-,  
8 wherein  
9 R<sup>12</sup> is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-  
10 C<sub>8</sub>)alkyl;  
11 R<sup>1</sup> is a member selected from the group consisting of hydrogen, halogen, (C<sub>1</sub>-  
12 C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>,  
13 -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-R<sup>17</sup>, and -N(R<sup>14</sup>)-C(O)-  
14 R<sup>17</sup>;  
15 wherein  
16 R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-  
17 C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;  
18 R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting of  
19 hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together with  
20 the nitrogen to which each is attached form a 5-, 6- or 7-membered  
21 ring;  
22 R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl  
23 and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;  
24 the subscript p is an integer of from 0 to 2; and  
25 the subscript q is 2; and  
26 R<sup>2</sup> is a substituted or unsubstituted phenyl; and  
27 R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

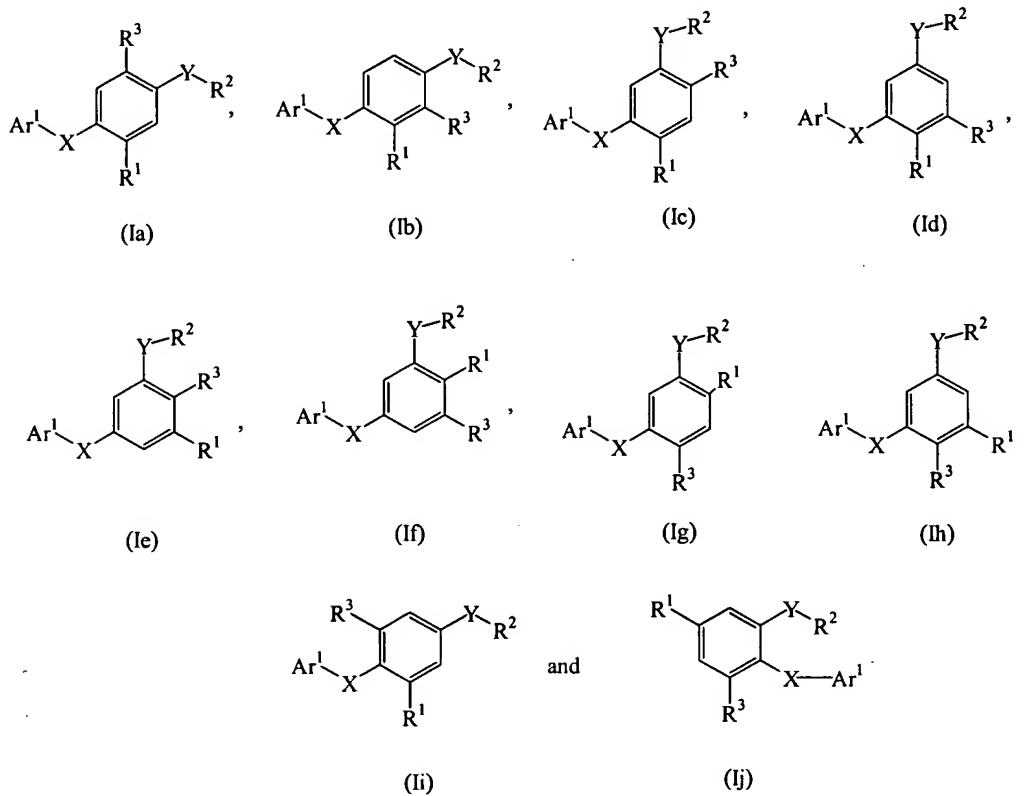
1 **Claim 7 (original):** A compound of claim 6, wherein X is -O-, -NH- or -  
2 S-; Y is -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-  
3 C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>  
4 and -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the  
5 group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>,  
6 (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and  
7 trifluoromethoxy.

1 **Claim 8 (original):** A compound of claim 7, wherein Ar<sup>1</sup> is a phenyl group  
2 having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -  
3 O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group

consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

**Claim 9 (original):** A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or unsubstituted pyridyl group.

**Claim 10 (original):** A compound of claim 9, represented by a formula selected from the group consisting of



**Claim 11 (original):** A compound of claim 10, represented by a formula selected from the group consisting of



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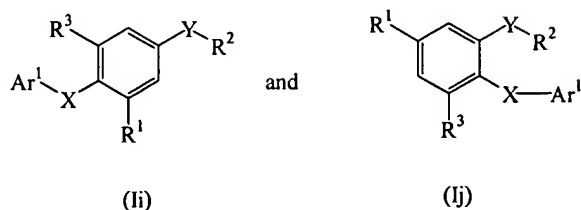
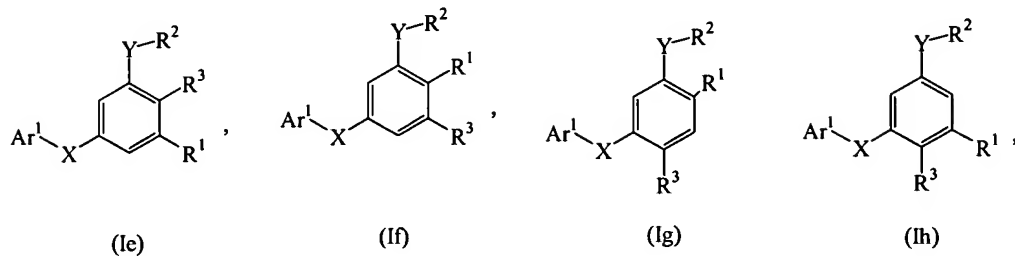
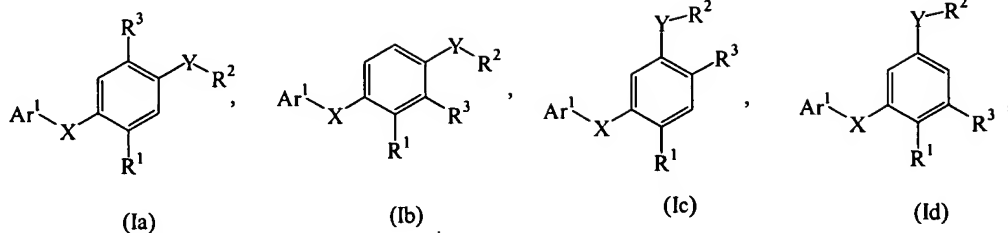
23

1                   **Claim 13 (original):** A compound of claim 12, wherein X is -O-, -NH- or -  
2 S-; Y is -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-  
3 C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>  
4 and -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the  
5 group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>,  
6 (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and  
7 trifluoromethoxy.

1                   **Claim 14 (original):** A compound of claim 13, wherein Ar<sup>1</sup> is a pyridyl  
2 group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -  
3 OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group  
4 consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl  
5 group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>,  
6 -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is  
7 selected from the group consisting of halogen, methoxy and trifluoromethoxy.

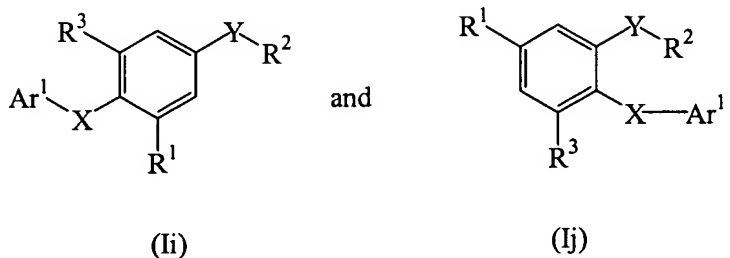
1                   **Claim 15 (original):** A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or  
2 unsubstituted naphthyl group.

1                   **Claim 16 (original):** A compound of claim 15, represented by a formula  
2 selected from the group consisting of



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1 **Claim 17 (original):** A compound of claim 16, represented by a formula  
2 selected from the group consisting of



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1 **Claim 18 (original):** A compound of claim 17, wherein  
2 X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  $-\text{O}-$ ,  
3  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}^{11})-$  and  $-\text{S}-$ ;  
4 wherein  
5  $\text{R}^{11}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-$   
6  $\text{C}_8)$ alkyl;

7 Y is a divalent linkage selected from the group consisting of -N(R<sup>12</sup>)-S(O)<sub>2</sub>-,  
8 wherein  
9 R<sup>12</sup> is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-  
10 C<sub>8</sub>)alkyl;  
11 R<sup>1</sup> is a member selected from the group consisting of hydrogen, halogen, (C<sub>1</sub>-  
12 C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>,  
13 -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-R<sup>17</sup>, and -N(R<sup>14</sup>)-C(O)-  
14 R<sup>17</sup>;  
15 wherein  
16 R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-  
17 C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;  
18 R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting of  
19 hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together with  
20 the nitrogen to which each is attached form a 5-, 6- or 7-membered  
21 ring;  
22 R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl  
23 and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;  
24 the subscript p is an integer of from 0 to 2; and  
25 the subscript q is 2; and  
26 R<sup>2</sup> is a substituted or unsubstituted phenyl; and  
27 R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

1 **Claim 19 (original):** A compound of claim 18, wherein X is -O-, -NH- or -  
2 S-; Y is -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-  
3 C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>  
4 and -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the  
5 group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>,  
6 (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and  
7 trifluoromethoxy.

**Claim 20 (original):** A compound of claim 19, wherein Ar<sup>1</sup> is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claims 21-54 (canceled).